

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CORE SCIENTIFIC, INC., <i>et al.</i>, Debtors.¹	§ § § § § § § § §	Chapter 11 Case No. 22-90341 (DRJ) (Jointly Administered)
--	---	--

**DEBTORS' AMENDED WITNESS AND
EXHIBIT LIST FOR HEARING ON FEBRUARY 1, 2023**

Core Scientific, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), files this witness and exhibit list (the “**Witness and Exhibit List**”) for hearing scheduled for February 1, 2023 at 11:30 a.m. (Prevailing Central Time) (the “**Hearing**”):

WITNESSES

The Debtor may call any of the following witnesses at the Hearing:

1. John Singh, Partner at PJT Partners LP;
2. Rodi Blokh, Partner at Alix Partners LP;
3. Russell Cann, Head of Mining and Executive Vice President at Core Scientific, Inc.;
4. Michael Bros, Senior Vice President of Capital Markets & Acquisitions at Core Scientific, Inc.;
5. Any witness called or listed by any other party; and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

6. Any rebuttal witnesses.

EXHIBITS

The Debtors may offer into evidence any one or more of the following exhibits:

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
1.	Declaration of Michael Bros in Support of the Debtors' Chapter 11 Petitions and First Day Relief (ECF No. 5) (the " First Day Declaration ")				
2.	Company's Organizational Chart, attached to the First Day Declaration as Exhibit A (ECF No. 5, Exhibit A)				
3.	Notice of Filing of Exhibit B to the Declaration of Michael Bros in Support of the Debtors' Chapter 11 Petitions and First Day Relief (ECF No. 72)				
4.	Declaration of John Singh in Support of Emergency Motion of Debtors for Entry of Interim and Final Orders (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims With Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, And (G) Granting Related Relief (ECF No. 98)				
5.	Interim Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims With Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	Related Relief (ECF No. 130)				
6.	Notice of Filing Proposed Interim Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing, (B) Use Cash Collateral, and (C) Pay Off Existing Postpetition Financing Facility, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief (ECF No. 378)				
7.	Declaration of John Singh in Support of Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Replacement Senior Secured Non-Priming Replacement Superpriority Postpetition Financing, (B) Use Cash Collateral, and (C) Pay Off Existing Postpetition Financing Facility, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief (ECF No. 390)				
8.	Declaration of Rodi Blokh in Support of the Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Replacement Senior Secured Non-Priming Superpriority Postpetition Financing, (B) Use Cash Collateral, and (C) Pay Off Existing Postpetition Financing Facility, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief (ECF No. 391)				
9.	Declaration of Russell Cann in Support of the Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Replacement Senior Secured Non-Priming Superpriority Postpetition Financing, (B) Use Cash Collateral, and (C) Pay Off Existing Postpetition Financing Facility, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief (ECF No. 392)				
10.	Declaration of Russell Cann in Support of Emergency Motion of Debtors for Entry of an Order (I) Authorizing the Sale of Bitmain Coupons, Free and Clear of All Liens, Claims, Interests, and Encumbrances and (II) Granting Related Relief (ECF No. 393)				
11.	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases				
12.	Any exhibit necessary to rebut the evidence of testimony of any witness offered or designated by any other party				
13.	Any exhibit listed by any other party				

[Remainder of page intentionally left blank]

RESERVATION OF RIGHTS

The Debtor's reserve the right to call or to introduce one or more, or none, of the witnesses and exhibits listed above, and further reserve the right to supplement this list at any time prior to the hearing. The Debtors reserve the right to offer into evidence any exhibit necessary to rebut evidence or testimony offered by any other party and any exhibits listed or used by any other party.

Dated: January 31, 2023
Houston, Texas

Respectfully submitted,

/s/ Alfredo R. Pérez

WEIL, GOTSHAL & MANGES LLP
Alfredo R. Pérez (15776275)
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511
Email: Alfredo.Perez@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP
Ray C. Schrock (admitted *pro hac vice*)
Ronit J. Berkovich (admitted *pro hac vice*)
Moshe A. Fink (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: Ray.Schrock@weil.com
Ronit.Berkovich@weil.com
Moshe.Fink@weil.com

*Proposed Attorneys for Debtors
and Debtors in Possession*

Certificate of Service

I hereby certify that on January 31, 2023, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez

Alfredo R. Pérez